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*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
.....	)	

**COVERSHEET FOR FIRST INTERIM APPLICATION OF  
MORRISON & FOERSTER LLP AS BANKRUPTCY COUNSEL FOR  
THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

This is a(n):    \_\_\_ monthly         x   interim    \_\_\_ final application.

Name of Applicant:	Morrison & Foerster LLP (“ <b>Applicant</b> ”)
Authorized to Provide Professional Services to:	Residential Capital, LLC, <i>et al.</i> (collectively, the “ <b>Debtors</b> ”)
Date of Retention:	Order entered on July 16, 2012 retaining Applicant <i>nunc pro tunc</i> to May 14, 2012
Period for which Compensation and Reimbursement is sought:	May 14, 2012 through August 31, 2012 (the “ <b>Application Period</b> ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$14,667,747.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$598,549.72

**Summary of Monthly Applications for Application Period:**

<b>Date Submitted</b>	<b>Compensation Period</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Fees Paid<sup>1</sup></b>	<b>Expenses Paid<sup>2</sup></b>	<b>20% Holdback</b>
8/24/2012	5/14/2012 – 5/31/2012	\$2,456,502.25	\$435,060.81	\$1,965,201.80	\$435,060.81	\$491,300.45
8/24/2012	6/1/2012 – 6/30/2012	\$4,211,223.75	\$77,069.05	\$3,368,979.00	\$77,069.05	\$840,044.75
9/27/2012	7/1/2012 – 7/31/2012	\$3,952,722.25	\$57,193.23	\$3,162,177.80	\$57,193.23	\$790,544.45
10/12/2012	8/1/2012 – 8/31/2012	\$4,047,299.25	\$29,226.63	\$0 <sup>3</sup>	\$0	\$809,459.85
<b>TOTAL</b>	5/14/2012 – 8/31/2012	\$14,667,747.50	\$598,549.72	\$8,496,358.60	\$569,323.09	\$2,931,349.50

<sup>1</sup> Amounts actually paid by the Debtors have been offset by \$1,542,910.95, the amount of Applicant's remaining prepetition retainer, which was be applied to Applicant's monthly invoices in accordance with the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Bankruptcy Counsel to the Debtors Nunc Pro Tunc to the Petition Date* [Dkt. No. 786].

<sup>2</sup> Amounts actually paid by the Debtors have been offset by \$1,542,910.95, the amount of Applicant's remaining prepetition retainer, which was be applied to Applicant's monthly invoices in accordance with the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Bankruptcy Counsel to the Debtors Nunc Pro Tunc to the Petition Date* [Dkt. No. 786].

<sup>3</sup> As of the date of this Application, the objection deadline had not yet passed for the August monthly invoice. If no objection is received, the Debtors anticipate that they will receive fees for that period totaling \$3,237,839.40 (80% of \$4,047,299.25) and expenses totaling \$29,226.63 prior to the hearing date on this Application, bringing the total amount of fees paid to \$11,734,198.00 and expenses reimbursed to \$598,549.72.

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**FIRST INTERIM APPLICATION OF  
MORRISON & FOERSTER LLP AS BANKRUPTCY COUNSEL FOR  
THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

For its first interim application for compensation and reimbursement of expenses (the “**Application**”) for the period May 14, 2012 through August 31, 2012 (the “**Application Period**”), Morrison & Foerster LLP (“**Applicant**”), bankruptcy counsel to Residential Capital, LLC, *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

**JURISDICTION, VENUE AND STATUTORY PREDICATES**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue

of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, effective as of December 4, 2009 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

## **BACKGROUND**

### **A. The Chapter 11 Cases**

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

**B. Applicant's Retention and Interim Compensation**

6. On July 16, 2012, the Court entered the *Order Authorizing The Retention And Employment Of Morrison & Foerster LLP As Bankruptcy Counsel To The Debtors Nunc Pro Tunc To The Petition Date* [Docket No. 786] (the “**M&F Retention Order**”), approving Applicant's retention.

7. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to submit monthly invoices to the Debtors, counsel for the Creditors' Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the “**Notice Parties**”).

8. On August 24, 2012, Applicant served its first monthly invoice covering the period from May 14, 2012 through May 31, 2012 (the “**May Invoice**”) on the Notice Parties. On August 24, 2012, Applicant served its second monthly invoice covering the period from June 1, 2012 through June 30, 2012 (the “**June Invoice**”) on the Notice Parties. On September 27, 2012, Applicant served its third monthly invoice covering the period from July 1, 2012 through July 31, 2012 (the “**July Invoice**”). On October 12, 2012, Applicant served its fourth monthly invoice covering the period from August 1, 2012 through August 31, 2012 (the “**August Invoice**” and together with the May Invoice, the June Invoice, and the July Invoice, the “**Monthly Invoices**”) on the Notice Parties. As of the date hereof, Applicant had not received any objection to the Monthly Invoices.

9. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under each of Applicant's internal task codes during the Application Period.

10. The total payments received by Applicant as of the date hereof are equal to:  
(i) 80% of requested compensation from the Monthly Invoices and (ii) 100% of requested expenses from the Monthly Invoices. Specifically, to date, the Applicant has received payments totaling \$9,065,681.69, representing \$8,496,358.60 in fees and \$569,323.09 in expenses,<sup>1</sup> less \$1,542,910.95, the amount of Applicant's remaining prepetition retainer, which was to be applied to Applicant's monthly invoices in accordance with the M&F Retention Order. The Monthly Statements reflect voluntary aggregate deductions of \$194,306.00 in fees during the Application Period incurred for non-working travel (reduced by 50%), review of the Monthly Statements for privilege and compliance with compensation guidelines, and time billed by individuals who billed less than five hours total during any given month.

11. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of Applicant's practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Application Period, setting forth the name of each attorney and paraprofessional who rendered services during the Application Period, each attorney's year of bar admission and area of practice concentration, the aggregate time expended by each attorney and each paraprofessional, the hourly billing rate for

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<sup>1</sup> As of the date of this Application, the objection deadline had not yet passed for the August Invoice. If no objection is received, the Debtors anticipate that, prior to the hearing date for this Application, they will receive fees for that period totaling \$3,237,839.40 (80% of \$4,047,299.25) and reimbursement of expenses totaling \$29,226.63, bringing the total amount of payments received to \$12,332,747.72, representing \$11,734,198.00 in fees and \$598,549.72 in expenses.

each attorney and each paraprofessional at Applicant's current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

12. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as Exhibit D. The Monthly Statements reflect voluntary aggregate deductions of \$49,965.23 in expenses incurred during the Application Period. Additionally, as an accommodation to the Debtors made in accordance with prepetition practices, Applicant does not charge the Debtors for expenses incurred by applicant for Lexis or Westlaw research, overtime meals, in-house document preparation fees, or secretarial overtime. These expenses are in addition to the voluntary deductions described above.

13. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Invoices and are attached hereto collectively as Exhibit E.

14. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

15. The Monthly Invoices submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Application Period is \$2,931,349.50. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this



holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

**DESCRIPTION OF SERVICES AND  
EXPENSES AND RELIEF REQUESTED**

16. In general, Applicant has represented the Debtors in connection with the following aspects of the Chapter 11 Cases:

- (a) advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- (b) attending meetings and negotiating with creditors and parties in interest;
- (c) advising the Debtors in connection with any sale of assets in these Chapter 11 cases;
- (d) taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors' interests in negotiations concerning all litigation in which the Debtors are involved, including, but not limited to, objections to claims filed against the Debtors or their estates;
- (e) preparing all motions, applications, answers, orders, reports, and papers necessary to the administration of the Chapter 11 cases;
- (f) taking any necessary action on behalf of the Debtors to obtain approval of solicitation procedures, a disclosure statement and confirmation of a Chapter 11 plan;
- (g) providing U.S. tax advice to the Debtors regarding restructuring matters;
- (h) appearing before this Court, any appellate courts, and the United States Trustee to protect the interests of the Debtors' estates before such Courts and the United States Trustee;
- (i) performing other necessary legal services for the Debtors in connection with the Chapter 11 cases, including (i) analyzing the Debtors' leases and executory contracts and the assumption or assignment thereof, (ii) analyzing the validity of liens against the Debtors, and (iii) advising on corporate, litigation, and other legal matters; and

- (j) taking all steps necessary and appropriate to bring the Chapter 11 cases to conclusion.

17. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the Chapter 11 Cases. The following is a summary of the most significant professional services rendered by Applicant during the Application Period organized in accordance with Applicant's internal system of task codes:

- (a) Asset Analysis and Recovery – 001.

Fees: \$11,391.50; Total Hours: 15.2

18. This category includes time spent by Applicant's professionals reviewing and analyzing materials regarding the Debtors' assets and liabilities, including assets and liabilities related to intercompany claims and secured bondholder obligations, and analysis of strategies for obtaining capital returns with respect to the Debtors' captive non-Debtor insurer CapRe of Vermont.

- (b) Asset Dispositions/Sales – 002.

Fees: \$1,160,431.50; Total Hours: 1,717.0

19. This category includes all matters related to the potential disposition of the Debtors' assets, including the sale of their servicing platform and owned whole loan portfolio, as well as various de minimus asset sales. This category includes time billed to: preparing for and participating in numerous meetings and calls with the various parties in interest regarding sale issues, including the Debtors, the stalking horse bidders, other potential third party bidders, AFI and Ally Bank, and governmental entities; researching, drafting, and revising the asset purchase agreements, and the schedules and disclosure memoranda related thereto; preparing the sale

procedures motion; reviewing, analyzing, and responding to objections to the motion for approval of bidding and sale procedures and researching issues in connection therewith; reviewing and analyzing competing bids; negotiating non-disclosure agreements with potential bidders; preparing forms of subservicing agreements and transition services agreements in connection with the asset sales; and researching issues in connection with the appointment of a privacy ombudsman, and drafting of an ombudsman declaration and privacy notices, and correspondence with the U.S. Trustee regarding same.

(c) Business Operations and Advice – 003.

Fees: \$976,780.50; Total Hours: 1,379.40

20. This category includes matters related to advising the Debtors with respect to their operations, in connection with both day-to-day matters and longer-term planning, including: correspondence with the Debtors and default/foreclosure counsel regarding the impact of the bankruptcy filing on pending foreclosures and loss mitigation activities, analysis of cash management and servicing issues; providing advice regarding the implementation of interim first day orders; assisting the Debtors with resolving various operational issues including those related to stopped payments, servicing agreement terminations, misdirected transfers, and reporting obligations incurred as a result of the bankruptcy filing.

(d) Case Administration – 004.

Fees: \$193,304.00; Total Hours: 359.40

21. This category includes matters related to the administration of the Debtors' cases, including: preparation and revision of the consolidated list of top 50 creditors and master service list; reviewing the case docket, managing task lists, and tracking deadlines; and preparation for and participation in working group meetings to discuss case strategy and status, and allocation and coordination of tasks.

(e) Claims Administration and Objections – 005.

Fees: \$43,038.50; Total Hours: 74.5

22. This category includes time spent by Applicant's professionals in connection with the review and analysis of potential claims, including administrative claims and HELOC obligations; research and analysis of equitable subordination issues; correspondence with the governmental associations and the Debtors regarding potential put-back claims; preparation of the motion establishing bar dates for filing proofs of claim and research issues in connection with the foregoing.

(f) Executory Contracts – 006.

Fees: \$646,384.00; Total Hours: 1,185.80

23. This category includes time spent by Applicant's professionals related to the review, analysis and assumption/rejection of executory contracts, including: preparation of consent letters related to assignment of agreements under the asset purchase agreements, research and analysis relating to the severing of origination and servicing obligations under the Debtors' pooling and servicing agreements; identification and analysis of provisions relating to requirements for assumption and assignment of pooling and servicing agreements and intellectual property licenses; research and analysis regarding cure claims.

(g) Fee/Employment Applications – 007.

Fees: \$417,387.50; Total Hours: 717.80

24. This category includes all matters related to the preparation of Applicant's retention application and associated exhibits, affidavits, and conflicts reports, providing advice and assistance to the Debtors and the Debtors' other professionals retained in connection with these cases, and reviewing and analyzing retention applications filed by professionals retained by the Creditors' Committee and the Examiner. This category also includes time spent advising

various retained professionals and the Debtors regarding the process for applying for, and obtaining, payment in accordance with the Interim Compensation Order, and preparation of forms of interim fee applications for retained professionals and for ordinary course professionals.

(h) Fee/Employment Objections – 008.

Fees: \$97,980.00; Total Hours: 141.30

25. This category includes time spent by Applicant's professionals in connection with the review, analysis and resolution of objections to retention applications, including the omnibus formal objection and various informal objections and inquiries by the U.S. Trustee and the Creditors' Committee.

(i) Financing – 009.

Fees: \$431,598.00; Total Hours: 682.2

26. This category includes matters related to the Debtors' financing arrangements, including: preparation, review, analysis, negotiation, and revision of the debtor-in-possession financing facilities provided by each of AFI and Barclays and the Debtors' first day motions seeking authority to use the cash collateral of AFI and Citibank; correspondence with the Creditors' Committee and U.S. Trustee regarding each of the foregoing; review, analysis and preparation of responses to objections to the foregoing, researching issues in connection with same and correspondence with objecting parties in order to resolve objections.

(j) Plan, Disclosure Statement and Confirmation Matters – 010.

Fees: \$444,045.50; Total Hours: 659.8

27. This category includes time spent by Applicant's professionals in connection with the preparation, review, analysis, negotiation, and revision of the Debtors' chapter 11 plan and related disclosure statement, including correspondence with parties to plan support agreements

and various governmental entities, and research regarding various plan issues including substantive consolidation, third party releases, and claims subordination.

(k) Relief from Stay Proceedings – 012.

Fees: \$860,870.50; Total Hours: 1,431.50

28. This category includes time spent by Applicant's professionals in connection with the review and analysis of dozens of motions for stay relief filed in the chapter 11 cases, correspondence with the Debtors and outside counsel in connection with such motions, and preparation of responses to such motions. This category also includes time spent negotiating with certain movants regarding stipulated stay relief, and discussions with counsel for the Creditors' Committee regarding the same.

(l) Hearings – 013.

Fees: \$506,538.00; Total Hours: 817.6

29. This category includes all matters related to preparation for and attendance at hearings in the Debtors' cases (excluding the "first day" hearings, which are addressed under task code 027, described below), including: preparation of agendas, scripts, binders and outlines; meetings with potential witnesses to prepare for hearings and correspondence with various of the Debtors' retained professionals in advance of hearings; coordination with chambers, the Creditors' Committee, and other parties in regarding scheduling issues; attendance at the omnibus hearings held on May 31, 2012, June 12, 2012, June 18, 2012, June 19, 2012, July 10, 2012, July 13, 2012, July 24, 2012, August 8, 2012, August 9, 2012, August 14, 2012, August 16, 2012, and August 29, 2012, as well as preparation for and attendance at numerous telephonic and in-person status conferences.

(m) Tax Matters – 014.

Fees: \$109,570.00; Total Hours: 192.4

30. This category includes time spent by Applicant's professionals in connection with analyzing various tax issues related to the chapter 11 cases and the Debtors' operations, including those arising with respect to the Debtors' proposed asset sales and potential chapter 11 plan structures, reviewing and analyzing the Debtors' obligations under their tax sharing agreement with AFI and the Debtors' first day motion for authority to pay taxes and regulatory fees, and correspondence with counsel for the Creditors' Committee regarding the foregoing.

(n) Plan Support Agreement Matters – 016.

Fees: \$499,176.00; Total Hours: 707.2

31. This category includes time spent by Applicant's professionals in connection with: the Debtors' preparation, analysis, and revision of plan support agreements with each of AFI, the Debtors' junior secured bondholders, and various groups of RMBS litigation plaintiffs; extensive correspondence and meetings with various parties in interest including counsel for the trustees, the insurers, and the Creditors' Committee regarding the foregoing; and preparation of motions seeking to assume the plan support agreements, and research regarding various legal issues arising in connection therewith.

(o) PLS Litigation - 017.

Fees: \$1,066,770.50; Total Hours: 1,335.3

32. This category includes time spent by Applicant's professionals in connection with: the Debtors' preparation, analysis, negotiation and revision of settlement agreements with the RMBS litigation plaintiffs represented by Kathy Patrick and Talcott Franklin; extensive discussions with counsel for AFI, the Creditors' Committee, insurers, and the trustees for the

respective RMBS trusts regarding the settlements; and research and analysis of precedent with respect to various settlement issues.

(p) Litigation (Other) – 018.

Fees: \$1,009,641.50; Total Hours: 1,696.50

33. This category includes time spent by Applicant's professionals in connection with: participation in various adversary proceedings, including the Debtors' proceeding to extend the automatic stay to third parties and FHFA's motion to withdraw the reference; research and analysis of issues in connection with the Debtors' pending litigation in other jurisdictions, and correspondence with the Debtors' in-house legal department and outside counsel regarding the same; .

(q) Government/Regulatory – 019.

Fees: \$410,106.00; Total Hours: 577.7

34. This category includes time spent by Applicant's professionals with respect to matters related to the Debtors' interactions with various state and federal governmental or regulatory bodies, including, but not limited to: correspondence with Ginnie Mae, Freddie Mac, and Fannie Mae and analysis of issues related to the Debtors' relationships with and obligations to each of the foregoing; correspondence with the Federal Reserve Board ("**FRB**"), the Department of Justice ("**DOJ**") and various state attorneys general and other regulators regarding the Debtors' continued compliance with the FRB and DOJ consent orders; extensive negotiations related to the employment of third party professionals and payment of costs in connection with the foreclosure review being conducted in connection with the FRB consent order; review and analysis of issues and strategies in connection with the pending investigations being conducted by governmental agencies; review, analysis, and research in connection with compliance with Hart-Scott-Rodino Act.



(r) Customer and Vendor Matters – 020.

Fees: \$58,439.50; Total Hours: 98.6

35. This category includes time spent by Applicant's professionals in connection with matters related to the Debtors' customers and vendors, including responding to borrower and vendor inquiries regarding the Debtors' chapter 11 cases, preparation of notices to be provided to the foregoing; addressing issues related to the Debtors' call center; respond to inquiries from critical vendors regarding mechanics for payment of prepetition claims.

(s) Insurance Matters – 021.

Fees: \$18,264.50; Total Hours: 21.3

36. This category includes matters related to insurance issues, including correspondence and analysis regarding insurance coverage for pending litigation, the scope of D&O insurance policies, and review and analysis of issues in connection with FGIC payment demands and the potential insolvency/rehabilitation of the Debtors captive insurer, CapRe Vermont.

(t) Communication with Creditors – 022.

Fees: \$230,840.50; Total Hours: 286.4

37. This category includes time spent by Applicant's professionals communicating with Creditors' Committee members, general unsecured creditors and other parties-in-interest regarding the status of the Debtors' bankruptcy proceedings, including providing updates to the Creditors' Committee regarding various case issues and responding to requests for information regarding relief requested pursuant to the Debtors' first day motions; the preparation of materials and presentations for the Creditors' Committee professionals; negotiations with the Creditors' Committee regarding entry into a confidentiality agreement.

(u) Meetings of Creditors – 023.

Fees: \$207,213.00; Total Hours: 263.9

38. This category includes time spent by Applicant's professionals: preparing for and participating in the Creditors' Committee organizational meeting on May 16, 2012, and coordination with U.S. Trustee regarding the same; preparing for and participating in meetings with the Creditors' Committee and/or its professionals to discuss the status of the case, new developments, and other matters of significance to general unsecured creditors, held on May 29, 2012, June 4, 2012, June 6, 2012, June 8, 2012, June 15, 2012, and July 17, 2012; and preparing for and participating in meetings with other creditor constituents including counsel for senior unsecured noteholders, junior secured noteholders, and RMBS plaintiffs. This category also includes preparation for and participation in the section 341 creditors' meetings held on June 25, 2012, and July 27, 2012 and coordination with the U.S. Trustee regarding the same.

(v) Employee Matters – 024.

Fees: \$1,234,156.00; Total Hours: 1,612.3

39. This category includes time spent by Applicant addressing issues related to employee matters, including: review and analysis of key employee lists; research, analysis, preparation and revisions regarding the Debtors' proposed key employee incentive program ("KEIP") and key employee retention program ("KERP"), preparation of motions seeking approval of the KEIP/KERP and declarations in support thereof; review, analysis, and research regarding objections to the KEIP/KERP, and preparation of responses to the same; analysis of TARP restrictions on executive compensation; and review and analysis of employment agreements with the Debtors' key executives.

(w) Discovery or Rule 2004 Requests – 025.

Fees: \$1,714,765.00; Total Hours: 2,895.5

40. This category includes time spent by Applicant: analyzing and responding to numerous document and information requests from the Creditors' Committee and subpoena requests issued pursuant to Bankruptcy Rule 2004 on various topics, including, but not limited to, each of the Debtors' first day motions, the lien investigation by the Creditors' Committee, the PLS and Ally settlements, and the Debtors' prepetition transactions with AFI and Ally Bank; preparing for, attending, and defending depositions of various of the Debtors' management and personnel; compiling responsive materials, reviewing them for relevance and privilege, preparing privilege logs, transmitting materials; and negotiating non-disclosure agreements with parties seeking discovery or access to confidential materials.

(x) Schedules and Statements – 026.

Fees: \$183,441.00; Total Hours: 269.8

41. This category includes all time spent by Applicant's professionals advising the Debtors and working with the Debtors' employees and other professionals to prepare and amend the Debtors' schedules and statements of financial affairs to ensure that, when filed, they would represent the most accurate and complete data available.

(y) First Day Motions and Hearings – 027.

Fees: \$1,299,207.00; Total Hours: 1,863.6

42. This category includes time spent by Applicant: preparing and representing the Debtors at the various hearings before the Court regarding the motions filed on the Petition Date (including, among others, the Debtors' motion for authority to continue performing under their subservicing agreement with Ally Bank); reviewing, analyzing and responding to objections to the first day motions; negotiating with potential objecting parties to the filed motions;

corresponding with the U.S. Trustee regarding the first-day motions; and working with various parties in interest including the U.S. Trustee, the Creditors' Committee, Ally, governmental agencies, and parties to plan support agreements with the Debtors to revise the proposed final orders granting the requested first-day relief.

(z) Other Motions and Applications – 028.

Fees: \$449,622.50; Total Hours: 704.9

43. This category includes all matters related to the review, analysis, research, and preparation of motions, applications and objections filed in these chapter 11 cases to the extent not addressed specifically under other task codes (*i.e.*, fee and employment applications (007, 008), first day motions (027), motions for stay relief (012) and other general litigation (018)) with respect to the Debtors' cases, including the Debtors' claims trading motion, the case management procedures, the motion to employ ordinary course professionals, the supplemental servicing motion, and the motion to appoint a borrowers' committee.

(aa) Non-Working Travel – 029.

Fees: \$105,056.00; Total Hours: 186.1

44. This category includes time spent by Applicant's professionals in non-working travel while representing the Debtors, including, but not limited to, travel to and from Applicants' New York office, the Court, and the U.S. Trustee's office for hearings and statutory meetings of creditors. Applicant billed one-half of the total time that such professionals spent on non-working travel.

(bb) Monthly Fee Statements – 030.

Fees: \$35,266.50; Total Hours: 59.7

45. This category includes all time spent by Applicant's professionals reviewing Applicant's monthly invoices to ensure that the time detail and expenses complied with

applicable compensation guidelines, as well as to ensure that no privileged or confidential information was disclosed therein. This category also includes time spent coordinating with certain of the Debtors' other retained professionals to ensure that the Debtors were not being billed for duplicative services. As an accommodation to the Debtors, Applicant has deducted 100% of the time within this task code.

(cc) Ally Reimburseable Legal Support – 031.

Fees: \$278.00; Total Hours: 0.4

46. This category includes time spent by Applicant's professionals that are or may be reimburseable by AFI or Ally Bank under the shared services agreement.

(dd) Ally Settlement – 032.

Fees: \$31,860.00; Total Hours: 37.4

47. This category contains time spent by Applicant's professionals in connection with the Debtors' proposed settlement with AFI, including analysis of claims against AFI and/or Ally Bank, and discussions with the Debtors and counsel for AFI regarding the foregoing.

(ee) Examiner – 033.

Fees: \$302,119.00; Total Hours: 383.2

48. This category contains time spent by Applicant's professionals related to the appointment of the Examiner and the Debtors' cooperation with the Examiner's investigation, including review and analysis of the proposed examiner order and work plan, research regarding the scope of the Examiner's duties and advising the Debtors regarding compliance with same; facilitating Debtors' cooperation with the Examiner's investigation, including identification of relevant materials, and assisting with discovery requests.

(ff) Minimal Hours – 035.

Fees: \$106,511.50; Total Hours: 153.9

49. This category includes all time spent by Applicant's professionals that billed less than five hours in total during any given month. As an accommodation to the Debtors, Applicant has deducted 100% of the time within this task code.

50. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the Chapter 11 Cases. The time records attached hereto as Exhibit E present more completely the work performed by Applicant in each billing category during the Application Period.

### **CONCLUSION**

51. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

52. Applicant therefore requests an order (i) approving interim compensation in the amount of \$14,667,747.50 and interim reimbursement of expenses in the amount of \$598,549.72,<sup>2</sup> (ii) directing payment of all compensation held back in connection with the Monthly Invoices, and (iii) granting such other and further relief as may be just and proper.

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<sup>2</sup> The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

New York, New York  
Dated: October 19, 2012

/s/ Lorenzo Marinuzzi  
\_\_\_\_\_  
Gary S. Lee  
Lorenzo Marinuzzi  
Erica J. Richards  
MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

*Counsel to the Debtors and  
Debtors in Possession*

**EXHIBIT A**



MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
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Gary S. Lee  
Lorenzo Marinuzzi  
Erica J. Richards

*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS  
FOR PROFESSIONALS IN RESPECT OF THE FIRST INTERIM APPLICATION  
OF MORRISON & FOERSTER LLP AS BANKRUPTCY COUNSEL FOR THE  
DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

I, Lorenzo Marinuzzi, hereby certify that:

1. I am a partner with the applicant firm, Morrison & Foerster LLP (the “**Firm**”), which serves as bankruptcy counsel to Residential Capital, LLC, *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-389, effective as of December 4, 2009 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for*

*Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996* (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated October 19, 2012 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing May 14, 2012 through and including August 31, 2012, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month.

5. In respect of Section A.3 of the Local Guidelines, I certify that the Debtors, their attorneys, and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application.

Dated: October 19, 2012

/s/ Lorenzo Marinuzzi

Lorenzo Marinuzzi  
MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

*Counsel to the Debtors and  
Debtors in Possession*

**EXHIBIT B**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY  
BY MORRISON & FOERSTER LLP ON BEHALF OF THE DEBTORS FOR THE  
PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
001	Asset Analysis and Recovery	15.2	\$11,391.50
002	Asset Disposition/Sales	1717	\$1,160,431.50
003	Business Operations and Advice	1379.4	\$976,780.50
004	Case Administration	359.4	\$193,304.00
005	Claims Administration and Objection	74.5	\$43,038.50
006	Executory Contracts	1185.8	\$646,384.00
007	Fee/Employment Applications	717.8	\$417,387.50
008	Fee/Employment Objections	141.3	\$97,980.00
009	Financing	682.2	\$431,598.00
010	Plan, Disclosure Statement and Confirmation Matters	659.8	\$444,045.50
012	Relief from Stay Proceedings	1431.5	\$860,870.50
013	Hearings	817.6	\$506,538.00
014	Tax Matters	192.4	\$109,570.00
016	Plan Support Agreement Matters	707.2	\$499,176.00
017	PLS Litigation	1335.3	\$1,066,770.50
018	Litigation (Other)	1696.5	\$1,009,641.50
019	Government/Regulatory	577.7	\$410,106.00
020	Customer and Vendor Matters	98.6	\$58,439.50
021	Insurance Matters	21.3	\$18,264.50
022	Communication with Creditors	286.4	\$230,840.50
023	Meetings of Creditors	263.9	\$207,213.00
024	Employee Matters	1612.3	\$1,234,156.00
025	Discovery or Rule 2004 Requests	2895.5	\$1,714,765.00
026	Schedules and Statements	269.8	\$183,441.00
027	First Day Motions and Hearings	1863.6	\$1,299,207.00
028	Other Motions and Applications	704.9	\$449,622.50
029	Non-Working Travel	186.1	\$105,056.00
030	Monthly Fee Statements (Non-Billable)	59.7	\$35,266.50
031	Ally Reimbursable Legal Support	0.4	\$278.00
032	Ally Settlement	37.4	\$31,860.00
033	Examiner	383.2	\$302,119.00
035	Minimal Hours	153.9	\$106,511.50
<b>Total Fees Incurred</b>		<b>22,527.6</b>	<b>\$14,862,053.50</b>
Less client accommodations for			
029	Non-Working Travel (50%)		\$52,528.00

030	Monthly Fee Statements (100%)	\$35,266.50
035	Minimal Hours (100%)	\$106,511.50
<b>Total Fees Incurred</b>		<b>22,527.6 \$14,667,747.50</b>

**EXHIBIT C**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL BY  
MORRISON & FOERSTER LLP ON BEHALF OF THE DEBTORS FOR THE PERIOD  
MAY 14, 2012 THROUGH AUGUST 31, 2012**

<b>Name of Professional Individual</b>	<b>Department and Licensure</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b>Partners</b>				
Borden, Paul C.	Department: Tax Licensure: CA (1983)	\$875.00	8.1	\$7,087.50
Bozzetti, Domnick	Department: Tax Licensure: NY (2012) DC (2012) FL (1997)	\$875.00	11.1	\$9,712.50
Cohn, Hillel T.	Department: Corporate Licensure: CA (1975) CT (1974)	\$800.00	7.0	\$5,600.00
Delaney, John F.	Department: Technology Transactions Licensure: CA (1989) NY (1994)	\$895.00	3.3	\$2,953.50
Dopsch, Peter C.	Department: Financial Transactions Licensure: MA (1983) NY (1987)	\$850.00	9.5	\$8,075.00
Dresser, Gregory P.	Department: Litigation Licensure: CA (1988)	\$800.00	0.4	\$320.00
Engelhardt, Stefan W.	Department: Bankruptcy Licensure: CA (1990)	\$850.00	506.4	\$430,440.00
Fons, Randall J.	Department: Litigation Licensure: CO (2006) IL (1989)	\$835.00	162.0	\$135,270.00
Foster, Mark R.S.	Department: Litigation Licensure: CA (2002)	\$725.00	98.6	\$71,485.00
Frank, Michael T.	Department: Tax Licensure: CA (1998)	\$875.00	14.0	\$12,250.00
Goren, Todd M.	Department: Bankruptcy Licensure: NY (2003)	\$725.00	623.2	\$451,820.00
Gowdy, Jonathan S.	Department: Litigation Licensure: DC (1998) FL (1997)	\$800.00	13.2	\$10,560.00
Haims, Joel C.	Department: Litigation Licensure: NY (1994)	\$850.00	473.7	\$402,645.00
Hoffinger, Adam S.	Department: Litigation Licensure: DC (1992) NY (1983)	\$895.00	82.8	\$74,106.00

Name of Professional Individual	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Humphreys, Thomas A.	Department: Tax Licensure: CA (1977) NY (1980)	\$1,125.00	33.1	\$37,237.50
Jennings-Mares, Jeremy	Department: Capital Markets Licensure: England/Wales (1993)	\$1,195.00	4.9	\$5,855.50
Kaufman, David H.	Department: Capital Markets Licensure: NY(1984)	\$925.00	0.8	\$740.00
Lee, Gary S.	Department: Bankruptcy Licensure: NY (1991) England/Wales (1995)	\$975.00	870.7	\$848,932.50
Levitt, Jamie A.	Department: Litigation Licensure: NY (1993) NJ (1992)	\$875.00	857.0	\$749,875.00
Marinuzzi, Lorenzo	Department: Bankruptcy Licensure: NY (1996) NJ (1997)	\$865.00	591.8	\$511,907.00
Maynard, Deanne E.	Department: Litigation Licensure: DC (1992) VA (1991)	\$875.00	4.9	\$4,287.50
Mink, Jennifer J.	Department: Financial Transactions Licensure: NY (2005) DC (1997)	\$850.00	6.2	\$5,270.00
Nashelsky, Larren M.	Department: Bankruptcy Licensure: NY (1992) CT (1991)	\$975.00	524.1	\$510,997.50
O'Bryan, Michael G.	Department: Corporate Licensure: CA (1988)	\$875.00	0.4	\$350.00
Parella, Sharon A.	Department: Financial Services Licensure: NY (1989)	\$850.00	127.0	\$107,950.00
Princi, Anthony	Department: Bankruptcy Licensure: NY (1983) FL (1985)	\$975.00	681.0	\$663,975.00
Rains, Darryl P.	Department: Litigation Licensure: CA (1982)	\$975.00	258.6	\$252,135.00
Reigersman, Remmelt A.	Department: Tax Licensure: NY (2007)	\$725.00	24.2	\$17,545.00
Rosenbaum, Norman S.	Department: Bankruptcy Licensure: NY (1990)	\$800.00	866.5	\$694,560.00
Salerno, Robert A.	Department: Litigation Licensure: DC (1991) VA (1990)	\$775.00	156.6	\$121,365.00
Smith, Andrew M.	Department: Financial Services Licensure: DC (1997)	\$750.00	26.0	\$19,500.00

Name of Professional Individual	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Smith, Dwight C.	Department: Financial Services Licensure: NY (1982) DC (1982)	\$850.00	21.3	\$18,105.00
Tanenbaum, James R.	Department: Capital Markets Licensure: NY (1977)	\$995.00	610.6	\$607,547.00
Weiss, Russell G.	Department: Technology Transactions Licensure: CA (1994)	\$795.00	173.7	\$138,091.50
Westman, Daniel P.	Department: Litigation Licensure: CA (1983) DC (1999) MD (2000) VA (1999)	\$785.00	1.8	\$1,413.00
<b>Associates and Of Counsel</b>				
Abbot, Lisa Holcombe	Department: Corporate Licensure: CA (2009)	\$465.00	52.0	\$24,180.00
Andrews, Lindsay	Department: Litigation Licensure: CA (2010)	\$415.00	7.1	\$2,946.50
Ashton, Scott D.	Department: Capital Markets Licensure: CA (2006) DC (2004) NY (2004)	\$710.00	1.2	\$852.00
Baehr, Robert J.	Department: Litigation Licensure: NY (2011)	\$445.00	407.1	\$181,159.50
Bakale, Amanda M. F.	Department: Litigation Licensure: CA (2011)	\$445.00	17.1	\$7,609.50
Barrage, Alexandra S.	Department: Bankruptcy Licensure: NY (2002) DC (2003)	\$695.00	530.1	\$368,419.50
Bayz, Panagiotis C.	Department: Project Finance Licensure: DC (1992) MD (1991)	\$695.00	7.3	\$5,073.50
Beck, Melissa D.	Department: Capital Markets Licensure: NY (2004)	\$665.00	669.3	\$445,084.50
Brown, David S.	Department: Litigation Licensure: NY (2002)	\$685.00	259.5	\$177,757.50
Chang, Annabel R.	Department: Litigation Licensure: CA (2009)	\$415.00	6.7	\$2,780.50
Cheng, Calvin Z.	Department: Corporate Licensure: CA (2004)	\$640.00	20.1	\$12,864.00
Childress, Jessica N.	Department: Litigation Licensure: VA (2012) MD (2012)	\$415.00	4.4	\$1,826.00



Name of Professional Individual	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Clark, Daniel E.	Department: Litigation Licensure: NY (2007)	\$595.00	797.6	\$474,572.00
Coles, Kevin M.	Department: Litigation Licensure: CA (2010)	\$415.00	19.9	\$8,258.50
Crespo, Melissa M.	Department: Bankruptcy Licensure: NY (2012)	\$380.00	573.5	\$217,930.00
Davis, Sarah Nicole	Department: Litigation Licensure: CA (2011)	\$415.00	11.2	\$4,648.00
Day, Peter H.	Department: Litigation Licensure: CA (2010)	\$415.00	61.6	\$25,564.00
DeArcy, LaShann M.	Department: Litigation Licensure: NY (2001)	\$685.00	86.0	\$58,910.00
Drous, Erika	Department: Litigation Licensure: CA (2005)	\$635.00	4.3	\$2,730.50
Evans, Nilene R.	Department: Capital Markets Licensure: NY (1980)	\$760.00	212.8	\$161,728.00
Fasman, David I.	Department: Capital Markets Licensure: NY (2009)	\$565.00	84.8	\$47,912.00
Fernandes, Rachelle A.	Department: Real Estate Licensure: NY (2012) NJ (2012)	\$380.00	0.8	\$304.00
Finn, Kathy	Department: Capital Markets Licensure: IL (1991)	\$430.00	1.0	\$430.00
Fletcher, Kiersten A.	Department: Litigation Licensure: NY (2011) CA (2012)	\$445.00	1.3	\$578.50
Freimuth, Renee L.	Department: Bankruptcy Licensure: NY (2005) CT (2004)	\$665.00	127.7	\$84,920.50
Gabai, Joseph	Department: Financial Services Licensure: CA (1976)	\$850.00	0.8	\$680.00
Goett, David J.	Department: Tax Licensure: NY (2012)	\$380.00	6.0	\$2,280.00
Goldberger, Jared B.	Department: Tax Licensure: NY (2012)	\$505.00	1.7	\$858.50
Hager, Melissa A.	Department: Bankruptcy Licensure: NY (1993) CT (1992)	\$735.00	71.4	\$52,479.00
Hasu, Raymond M.	Department: Litigation Licensure: CA (1998)	\$660.00	8.4	\$5,544.00
Hearron, Marc A.	Department: Litigation Licensure: DC (2008) TX (2005)	\$635.00	1.2	\$762.00

Name of Professional Individual	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Hildbold, William M.	Department: Bankruptcy Licensure: NY (2009)	\$445.00	11.7	\$5,206.50
Hoffman, Brian N.	Department: Litigation Licensure: CO (2001)	\$660.00	108.0	\$71,280.00
Holburt, Gabrielle R.	Department: Litigation Licensure: CA (2011)	\$350.00	31.9	\$11,165.00
Huang, Ying	Department: Corporate Licensure: CA (2009)	\$465.00	52.1	\$24,226.50
Jahann, Sai	Department: Litigation Licensure: CA (2010) DC (2011)	\$415.00	30.6	\$12,699.00
Johnson, Yana S.	Department: Tax Licensure: CA (1999)	\$660.00	1.8	\$1,188.00
Kaufman, Jacob M.	Department: Technology Transactions Licensure: CA (2010)	\$415.00	2.9	\$1,203.50
Keen, Jonathan T.	Department: Corporate Licensure: CA (2008)	\$530.00	39.6	\$20,988.00
Kim, Mee Jung	Department: Real Estate Licensure: NY (1992)	\$660.00	0.4	\$264.00
Klein, Aaron M.	Department: Bankruptcy Licensure: NY (2006)	\$655.00	499.7	\$327,303.50
Kohler, Kenneth E.	Department: Corporate Licensure: CA (1981)	\$760.00	418.6	\$318,136.00
Kumar, Neeraj	Department: Capital Markets Licensure: NY (2010)	\$445.00	259.0	\$115,255.00
Law, Meimay L.	Department: Tax Licensure: NY (2010)	\$445.00	150.5	\$66,972.50
Liu, Rick C.	Department: Litigation Licensure: CA (2010)	\$415.00	93.2	\$38,678.00
Mandell, Jeremy R.	Department: Financial Services Licensure: NY (2010) DC (2011)	\$445.00	1.2	\$534.00
Marines, Jennifer L.	Department: Bankruptcy Licensure: NY (2005)	\$655.00	81.0	\$53,055.00
Martin, Samantha	Department: Bankruptcy Licensure: NY (2008)	\$595.00	464.8	\$276,556.00
Matza-Brown, Daniel	Department: Litigation Licensure: NY (2008)	\$595.00	0.1	\$59.50
Mittin, Jamie L.	Department: Financial Services Licensure: NY (2010) NJ (2009)	\$505.00	4.6	\$2,323.00
Molison, Stacy L.	Department: Bankruptcy Licensure: NY (2009)	\$565.00	436.2	\$246,453.00

Name of Professional Individual	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Moloff, Leda A.	Department: Litigation Licensure: NY (2010) NJ (2009)	\$505.00	66.7	\$33,683.50
Moss, Naomi	Department: Bankruptcy Licensure: NY (2009)	\$505.00	856.5	\$432,532.50
Newton, James A.	Department: Bankruptcy Licensure: NY (2011) FL (2009)	\$445.00	850.6	\$378,517.00
Ostrowsky, Adam L.	Department: Capital Markets Licensure: NY (2008)	\$595.00	8.1	\$4,819.50
Pacheco, Byron D. M.	Department: Litigation Licensure: NY (2012)	\$380.00	54.7	\$20,786.00
Peck, Geoffrey R.	Department: Financial Transactions Licensure: NY (1999)	\$685.00	175.6	\$120,286.00
Pierce, Joshua C.	Department: Financial Transactions Licensure: NY (2010) MA (2010)	\$505.00	195.7	\$98,828.50
Pintarelli, John A.	Department: Bankruptcy Licensure: NY (2007) NY (2006)	\$655.00	376.9	\$246,869.50
Prutzman, Sarah L.	Department: Litigation Licensure: NY (2010)	\$505.00	40.0	\$20,200.00
Ram, Natalie R.	Department: Litigation Licensure: MD (2010) DC (2012)	\$530.00	3.0	\$1,590.00
Richards, Erica J.	Department: Bankruptcy Licensure: NY (2007)	\$595.00	778.8	\$463,386.00
Roethlisberger, Nichol	Department: Litigation Licensure: CA (2011)	\$350.00	1.4	\$490.00
Rosenberg, Michael J.	Department: Capital Markets Licensure: NY (2010)	\$505.00	130.0	\$65,650.00
Rothberg, Jonathan C.	Department: Litigation Licensure: NY (2008)	\$595.00	654.8	\$389,606.00
Rowe, Tiffany A.	Department: Litigation Licensure: NY (2011) NY (2010) DC (2011)	\$415.00	7.4	\$3,071.00
Ruiz, Ariel F.	Department: Litigation Licensure: NY (2010)	\$505.00	94.0	\$47,470.00
Schaaf, Kathleen E.	Department: Bankruptcy Licensure: NY (1978)	\$790.00	12.0	\$9,480.00
Seligson, Peter	Department: Capital Markets Licensure: NY (2012)	\$445.00	209.8	\$93,361.00

Name of Professional Individual	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Serfoss, Nicole K.	Department: Litigation Licensure: CO (2005)	\$635.00	128.4	\$81,534.00
Shelley, Shane M.	Department: Tax Licensure: NY (2005)	\$635.00	3.7	\$2,349.50
Steiger, Jennifer L.	Department: Corporate Licensure: CA (2010)	\$415.00	27.2	\$11,288.00
Svilik, Patricia	Department: Litigation Licensure: CA (2006)	\$570.00	2.0	\$1,140.00
Taylor, Jarod G.	Department: Litigation Licensure: NY (2010)	\$505.00	7.3	\$3,686.50
Thomsen, Gerd D.	Department: Capital Markets Licensure: NY (2003)	\$685.00	20.9	\$14,316.50
Tymann, Lisa D.	Department: Financial Transactions Licensure: NY (1997)	\$675.00	18.5	\$12,487.50
Viggiani, Katie L.	Department: Litigation Licensure: NY (2010)	\$505.00	293.0	\$147,965.00
Welch, Edward M.	Department: Capital Markets Licensure: NY (2006)	\$655.00	87.7	\$57,443.50
Whitney, Craig B.	Department: Litigation Licensure: CA (2001) NY (2006)	\$685.00	171.6	\$117,546.00
Wiesner, Eric J.	Department: Litigation Licensure: CA (2008)	\$530.00	29.8	\$15,794.00
Wishnew, Jordan A.	Department: Bankruptcy Licensure: NY (2002) NJ (2003)	\$680.00	838.4	\$570,112.00
Wolf, Shiri Bilik	Department: Litigation Licensure: NY (2007)	\$630.00	0.4	\$252.00
Yuan, Laurence Min	Department: General Business Licensure: NY (2010)	\$380.00	2.2	\$836.00
Zhumadilova, Asel	Department: Tax Licensure: Germany (2008)	\$380.00	27.5	\$10,450.00
<b>Total Attorneys' Fees Incurred</b>		<b>\$693</b>	<b>20,770.90</b>	<b>\$14,392,979.00</b>

Name of Professional Individual	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
<b>Paraprofessionals</b>				
Al Najjab, Muhannad R.	Law Clerk	\$295.00	61.0	\$17,995.00
Andrews, Hayley J.	Paralegal	\$190.00	27.3	\$5,187.00

Barbee, Terrance R.	Paralegal	\$185.00	11.1	\$2,053.50
Bergelson, Vadim	eDisc Proj Mgr	\$285.00	237.8	\$67,773.00
Brennan, John P.	Info Services	\$205.00	1.5	\$307.50
Chan, David	eDisc Analyst	\$260.00	24.4	\$6,344.00
Chong, Meiling N.	Snr Paralegal	\$275.00	3.6	\$990.00
Chow, York	Docketing	\$170.00	60.3	\$10,251.00
Coppola, Laura M.	Docketing	\$225.00	11.5	\$2,587.50
Donaldson, Michael D.	Paralegal	\$195.00	8.5	\$1,657.50
Frankenstein, Steven S.	Info Services	\$205.00	0.3	\$61.50
Friedman, Krista	Info Services	\$185.00	1.6	\$296.00
Glidden,	Temporary Staff	\$230.00	31.4	\$7,222.00
Grossman, Ruby R.	Paralegal	\$255.00	27.6	\$7,038.00
Guido, Laura A.	Paralegal	\$280.00	424.7	\$118,916.00
Harger, Lisa M.	Paralegal	\$250.00	4.4	\$1,100.00
Hasman, Ronald D.	eDisc Analyst	\$250.00	16.2	\$4,050.00
Hunt, Andrea M.	Info Services	\$170.00	0.5	\$85.00
Hurley, Teresa M.	Snr Paralegal	\$285.00	6.0	\$1,710.00
Inoue, Chiyuki C. I.	Snr Paralegal	\$300.00	0.5	\$150.00
Kaiser, Rita A.	Info Services	\$205.00	3.8	\$779.00
Klidonas, Nicolas V.	Paralegal	\$240.00	256.9	\$61,656.00
Kline, John T.	Snr Paralegal	\$295.00	225.0	\$66,375.00
Lee, Joyce N.	Info Services	\$205.00	4.0	\$820.00
Lenkey, Stephanie A.	Snr Paralegal	\$275.00	8.5	\$2,337.50
Lewis, Pamela K.	Info Services	\$205.00	1.5	\$307.50
Loftus, Joan D.	Info Services	\$205.00	2.9	\$594.50
Madori, Andrea M.	Snr Paralegal	\$285.00	7.7	\$2,194.50
Mahmoud, Karim	Docketing	\$180.00	4.6	\$828.00
Marshak, Emma S.	Paralegal	\$185.00	1.2	\$222.00
Miller, Blake B.	Paralegal	\$255.00	53.3	\$13,591.50
Nguyen, Thuan H.	eDisc Proj Mgr	\$285.00	44.0	\$12,540.00
Ray, Laura	Info Services	\$205.00	1.0	\$205.00
Roberts, III, Edgar J.	Snr Paralegal	\$290.00	4.1	\$1,189.00
Roy, Joshua A.	Docketing	\$280.00	9.9	\$2,772.00
Schoerner, Jeffrey M.	Info Services	\$205.00	3.0	\$615.00
Shackleton, Mary E.	Info Services	\$205.00	12.1	\$2,480.50
Soo, Jason	eDisc Analyst	\$230.00	1.1	\$253.00

Tice, Susan A.T.	Snr Paralegal	\$290.00	143.9	\$41,731.00
Vajpayee, Abhishek	eDisc Analyst	\$230.00	3.0	\$690.00
Willens, Michael E.	Info Services	\$205.00	0.3	\$61.50
Winn, Rosalie G.	Paralegal	\$225.00	4.7	\$1,057.50
<b>Total Fees Incurred (All Professionals)</b>			<b>22,527.60</b>	<b>\$14,667,747.50<sup>1</sup></b>

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<sup>1</sup> Applicant has voluntarily reduced the total amount of compensation sought for the Application Period by \$194,306.00 from \$14,862,053.50 for fees incurred for non-working travel (reduced by 50%), review of the Monthly Statements for privilege and compliance with compensation guidelines, and time billed by individuals who billed less than five hours total during any given month.

**EXHIBIT D**

**SUMMARY OF EXPENSES INCURRED BY  
MORRISON & FOERSTER LLP ON BEHALF OF THE DEBTORS  
FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012<sup>1</sup>**

<b>Expense Category</b>	<b>Amount</b>
Postage	\$674.73
Photocopies	\$25,446.61
Color Copies	\$10,052.00
Outside Copying Services	\$9,903.23
Filing Fees	\$1,571.00
Reporting Fees	19099.35
Search Fees	8920.47
Electronic Dataroom Services	\$400,000.00
Outside Temp. Services	\$11,183.75
Travel	\$46,105.01
EDiscovery Fees	\$12,762.35
Long Distance Telephone	\$53.95
Court Filing Service	\$507.00
Court Messenger Service	\$224.27
Business Meals	\$19,236.29
Travel Meals	\$740.85
Air Freight	\$1,388.56
Messenger Service	\$2,479.54
Miscellaneous Disbursement	\$24,960.34
Document Retrieval Service	\$2,572.56
Transportation	\$667.86
<b>Total</b>	<b>\$598,549.72</b>

<sup>1</sup> Applicant has voluntarily reduced the amount of reimbursement sought for expenses incurred during the Application Period in the aggregate amount of \$49,965.23. Additionally, as an accommodation to the Debtors made in accordance with prepetition practices, Applicant does not charge the Debtors for expenses incurred by Applicant for Lexis or Westlaw research, overtime meals, in-house document preparation fees, or secretarial overtime.